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- and -

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	X
	:
In re	:
	Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	:
	Case No. 05-44481 (RDD)
	:
Debtors.	:
	(Jointly Administered)
	:
	X

NOTICE OF MODIFICATION OF EXHIBIT A TO MOTION FOR ORDER UNDER  
11 U.S.C. § 365 AND FED. R. BANKR. P. 6006 AUTHORIZING (I) REJECTION  
OF REMAINING EXECUTORY CONTRACTS OF MOBILEARIA, INC. AND  
(II) ASSUMPTION AND ASSIGNMENT OF EXECUTORY  
CONTRACT WITH DPAC TECHNOLOGIES CORP. (DOCKET NO. 4721)

PLEASE TAKE NOTICE that, pursuant to the Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing (i) Rejection Of Remaining Executory Contracts Of MobileAria, Inc. And (ii) Assumption And Assignment Of Executory Contract With DPAC Technologies Corp. (Docket No. 4721) (the "Motion"), MobileAria, Inc. ("MobileAria"), inter alia, has sought authority to reject certain of its remaining executory contracts, which were listed on Exhibit A to the Motion (collectively, the "Remaining Agreements") and to assume a certain other agreement and assign that agreement to Wireless Matrix USA, Inc. ("Wireless Matrix").

PLEASE TAKE FURTHER NOTICE that MobileAria hereby modifies the schedule of the Remaining Agreements to remove (a) that certain Computer Consulting And Programming Services (On-Shore/Off-Shore) Master Agreement between MobileAria and Mascon IT Limited ("Mascon") dated September 10, 2004 (the "Mascon Agreement") and (b) that certain Consulting Agreement between North American Mobile Solutions, LLC ("NAMS") and MobileAria dated effective September 1, 2005 (the "NAMS Agreement"). A revised schedule of the Remaining Agreements is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that MobileAria hereby further modifies the relief sought pursuant to the Motion to request authority to assume each of the Mascon Agreement and the NAMS Agreement and to assign each of the Mascon Agreement and the NAMS Agreement to Wireless Matrix.

PLEASE TAKE FURTHER NOTICE that MobileAria asserts that its obligations under sections 365(b) and 365(f) of the Bankruptcy Code with respect to the Mascon Agreement will be fully met by the payment of \$22,922.54 to Mascon to cure an outstanding prepetition payment default (the "Mascon Cure Amount"). MobileAria further asserts that its obligations

under sections 365(b) and 365(f) of the Bankruptcy Code with respect to the NAMS Agreement will be fully met by the payment of \$4,480.00 to NAMS to cure an outstanding prepetition payment default (the "NAMS Cure Amount" and, collectively with the Mascon Cure Amount, the "Cure Amounts").

PLEASE TAKE FURTHER NOTICE that Wireless Matrix has expressly requested the modifications to the Motion described herein and each of Mascon and NAMS have expressly consented in writing to the assumption and assignment to Wireless Matrix of the Mascon Agreement and the NAMS Agreement, respectively, and to the Cure Amounts.

Dated: New York, New York  
August 14, 2006

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: s/ John Wm. Butler, Jr.

John Wm. Butler, Jr. (JB 4711)

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New York, New York 10036  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

EXHIBIT A

REMAINING AGREEMENTS

AGREEMENT	CONTACT/PARTY ADDRESS
Fleet Telematics Services Agreement effective December 30, 2004 between MobileAria, Inc. and Austin Powder Company	Austin Powder Company 25800 Science Park Drive Cleveland, OH 44122
Emergency Call Center Services Agreement effective April 24, 2003 between MobileAria, Inc. and Cross Country Global ITS Services, Corp.	Cross Country Global ITS Services Corp. One Cabot Road Medford, MA 02155  Cross Country Global ITS Services Corp. Attn: Peter Van Alstine 4040 Mystic Valley Parkway Medford, MA 02155
Consulting Agreement between MobileAria, Inc. and C.J. Driscoll & Associates dated September 8, 2005	CJ Driscoll & Associates 2636 Via Carrillo Palos Verdes Estates, CA 90274
Consulting Services Agreement between MobileAria, Inc. and Saama Technologies, Inc. dated February 23, 2001	Saama Technologies, Inc. 6203 San Ignacio Boulevard, St 101 San Jose, CA 95119
Assistance Agreement between Delco Electronics Corporation (n/k/a Delphi Automotive Systems LLC) and MobileAria, Inc. dated December 2000	Delco Electronics Corporation/Delphi Automotive Systems LLC Attn: Carlos Peredo, Venture Development Director P.O. Box 9005 Kokomo, IN 46904-9005  Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902
Management Rights Agreement between MobileAria, Inc. and Mayfield Xi and Mayfield XI Qualified dated August 17, 2000	Janice Roberts Mayfield Principals Fund II LLC, Mayfield XI, L.P., Mayfield XI Qualified L.P. 2800 Sand Hill Road #240 Menlo Park, CA 94025

AGREEMENT	CONTACT/PARTY ADDRESS
Amended and Restated Investor Rights Agreement by and among MobileAria, Inc., the Common Holders, Series A Holders and the Purchasers (all as defined therein) dated August 15, 2002	Janice Roberts Mayfield Principals Fund II LLC, Mayfield XI, L.P., Mayfield XI Qualified L.P., Mayfield Associates Fund V LP 2800 Sand Hill Road #240 Menlo Park, CA 94025  Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090  Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902  Dan Kolkowitz 26830 Elena Road Los Altos, CA 94022-3314  Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037  Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212  Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313  Palm, Inc. Attn: Jon Shanberge 950 W. Maude Ave. Sunnyvale, CA 94085  Palm, Inc. Attn: Gabriel Acosta-Lopez 5470 Great America Parkway Santa Clara, CA 95052-8007

AGREEMENT	CONTACT/PARTY ADDRESS
Amended and Restated Right of First Refusal and Co-Sale Agreement by and among MobileAria, Inc., the Common Holders, Series A Holders and the Series B Holders (all as defined therein) dated August 15, 2002	Janice Roberts Mayfield Principals Fund II LLC, Mayfield XI, L.P., Mayfield XI Qualified L.P., Mayfield Associates Fund V LP 2800 Sand Hill Road #240 Menlo Park, CA 94025  Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090  Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902  Dan Kolkowitz 26830 Elena Road Los Altos, CA 94022-3314  Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037  Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212  Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313  Palm, Inc. Attn: Jon Shanberge 950 W. Maude Ave. Sunnyvale, CA 94085  Palm, Inc. Attn: Gabriel Acosta-Lopez 5470 Great America Parkway Santa Clara, CA 95052-8007

AGREEMENT	CONTACT/PARTY ADDRESS
<p>Amended and Restated Voting Agreement by and among MobileAria, Inc., the Common Holders, Series A Holders and the Series B Holders (all as defined therein) dated August 15, 2002</p>	<p>Janice Roberts        Mayfield Principals Fund II LLC, Mayfield XI, L.P., Mayfield XI Qualified L.P., Mayfield Associates Fund V LP        2800 Sand Hill Road #240        Menlo Park, CA 94025</p> <p>Bob Schumacher        c/o Delphi Automotive Systems LLC        2151 E. Lincoln Road        MS CT50I        Kokomo, IN 46902</p> <p>Delphi Automotive Systems LLC        1441 W. Long Lake        P.O. Box 5090        Troy, MI 48098-5090</p> <p>Dan Kolkowitz        26830 Elena Road        Los Altos, CA 94022-3314</p> <p>Thomas O'Gara Family Trust        c/o Thomas O'Gara and Paul Wassenaar, Esq.        2223 Avenida Dela Playa #104        La Jolla, CA 92037</p> <p>Thomas O'Gara        88833 West Olympic Blvd        Beverly Hills CA, 90212</p> <p>Tom O'Gara, Trustee        112 Price Lane        Bellevue, Idaho 83313</p> <p>Palm, Inc.        Attn: Jon Shanberge        950 W. Maude Ave.        Sunnyvale, CA 94085</p> <p>Palm, Inc.        Attn: Gabriel Acosta-Lopez        5470 Great America Parkway        Santa Clara, CA 95052-8007</p>
<p>Amended and Restated Warrant to Purchase Preferred Stock between MobileAria, Inc. and Thomas M. O'Gara Family Trust dated April 19, 2002</p>	<p>Thomas O'Gara Family Trust        c/o Thomas O'Gara and Paul Wassenaar, Esq.        2223 Avenida Dela Playa #104        La Jolla, CA 92037</p> <p>Thomas O'Gara        88833 West Olympic Blvd        Beverly Hills CA, 90212</p> <p>Tom O'Gara, Trustee        112 Price Lane        Bellevue, Idaho 83313</p>

AGREEMENT	CONTACT/PARTY ADDRESS
Amended and Restated Warrant to Purchase Preferred Stock between MobileAria, Inc. and Thomas M. O'Gara Family Trust dated April 19, 2002	<p>Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p> <p>Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p> <p>Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p>
Amended and Restated Warrant to Purchase Preferred Stock between Seller and Mayfield Associates Fund V LP dated April 19, 2002	<p>Janice Roberts Mayfield Associates Fund V L.P. 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
Amended and Restated Warrant to Purchase Preferred Stock between Seller and Mayfield Principals Fund II LLC dated April 19, 2002	<p>Janice Roberts Mayfield Principals Fund II LLC 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
Amended and Restated Warrant to Purchase Preferred Stock between Seller and Mayfield XI, LP dated April 19, 2002	<p>Janice Roberts Mayfield XI, L.P. 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
Amended and Restated Warrant to Purchase Preferred Stock between Seller and Mayfield XI Qualified LP dated April 19, 2002	<p>Janice Roberts Mayfield XI Qualified L.P. 2800 Sand Hill Road #240 Menlo Park, CA 94025</p>
Amended and Restated Warrant to Purchase Preferred Stock between MobileAria, Inc. and Delphi Automotive Systems LLC dated April 19, 2002	<p>Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
Warrant to Purchase Preferred Stock between MobileAria, Inc. and Thomas M. O'Gara Family Trust dated May 31, 2002	<p>Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p> <p>Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p> <p>Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p>

AGREEMENT	CONTACT/PARTY ADDRESS
Warrant to Purchase Preferred Stock between MobileAria, Inc. and Thomas M. O'Gara Family Trust dated May 31, 2002	<p>Thomas O'Gara Family Trust c/o Thomas O'Gara and Paul Wassenaar, Esq. 2223 Avenida Dela Playa #104 La Jolla, CA 92037</p> <p>Thomas O'Gara 88833 West Olympic Blvd Beverly Hills CA, 90212</p> <p>Tom O'Gara, Trustee 112 Price Lane Bellevue, Idaho 83313</p>
Business Development Agreement between MobileAria, Inc. and Palm, Inc. dated October 2000.	<p>Palm, Inc. Attn: Jon Shanberge 950 W. Maude Ave. Sunnyvale, CA 94085</p> <p>Palm, Inc. Attn: Gabriel Acosta-Lopez 5470 Great America Parkway Santa Clara, CA 95052-8007</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
Business Development Agreement between MobileAria, Inc. and Delphi Automotive Systems LLC dated October 2000.	<p>Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
Limited Software License Agreement between MobileAria, Inc. and Delphi Automotive Systems LLC dated May, 2001	<p>Delphi Automotive Systems LLC 1441 W. Long Lake P.O. Box 5090 Troy, MI 48098-5090</p> <p>Bob Schumacher c/o Delphi Automotive Systems LLC 2151 E. Lincoln Road MS CT50I Kokomo, IN 46902</p>
Master Agreement effective September 21, 2001 between MobileAria, Inc. and Forrester Research Inc.	<p>Forrester Research Inc. 400 Technology Square Cambridge, MA 02139</p>

AGREEMENT	CONTACT/PARTY ADDRESS
International Value Added Reseller Agreement entered into February 14, 2003 between Orbcomm LLC and MobileAria, Inc., as amended by the Letter Renewal to the US Value Added Reseller Agreement between MobileAria, Inc. and Orbcomm LLC dated May 10, 2006.	Orbcomm LLC 21700 Atlantic Blvd. Dulles, Virginia 20166
Source Code License Agreement between MobileAria, Inc. and Sierra Wireless USA, Inc. dated May 17, 2005.	Sierra Wireless USA, Inc. Attn: Chief Technical Officer 2290 Cosmos Court Carlsbad, CA 92009